

**UNITARIAN UNIVERSALIST FELLOWSHIP OF SILVER CITY**

**BYLAWS**

**AMENDED APRIL 7, 2013**

**Article I. The Corporation**

**Article II. Denominational Affiliation**

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**ARTICLE I**

**THE CORPORATION**

Section 1.1 The name of the corporation shall be the Unitarian Universalist Fellowship of Silver City (hereinafter the Fellowship).

Section 1.2 The Fellowship is organized under the New Mexico Nonprofit Corporation Act.

Section 1.3 The purpose of the Fellowship is to further individual freedom of belief, encourage spiritual growth, search openly for truth, and serve others.

Section 1.4 The Fellowship shall have all powers expressly or implicitly authorized by the State of New Mexico and the United States and the power and authority to do everything necessary, proper or convenient to accomplish the purposes of the Fellowship.

**ARTICLE II**

**DENOMINATIONAL AFFILIATION**

The Fellowship shall be a member of the Unitarian Universalist Association of Congregations and of the Mountain Desert District.

## ARTICLE III

### MEMBERSHIP

Section 3.1 Membership in the Fellowship is open to any person regardless of race, color, gender, disability, affectional or sexual preference, or national origin; who is eighteen (18) years of age or older; who believes in the purpose of the Fellowship and the principles of the Unitarian Universalist Association.

Section 3.2 Such a person may become a member of the Fellowship by signing an annually renewable membership commitment, which is in effect through the next April semi-annual meeting, and agreeing to abide by the Fellowship Bylaws.

Section 3.3 A Voting Member is defined as any member who has made a monetary contribution of record during the congregational fiscal year, who has participated in the Fellowship activities within the past twelve (12) months, and who has signed a membership commitment at least sixty (60) days previous to the meeting requiring a vote.

Section 3.4 Any member who meets the above criteria of a Voting Member shall be registered as a member of the Unitarian Universalist Association of Congregations and of the Mountain Desert District.

Section 3.5 Any member may resign at any time by requesting, in writing, removal from the membership roll. Any member may be deleted from the roll when two-thirds (2/3) of the Board of Directors agrees that the member is no longer a member in good faith in accordance with Section 3.1.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 4.1 A Board of Directors shall manage, direct and control the activities and affairs and the property of the Fellowship.

Section 4.2 To be eligible a member of the Board of Directors shall be a Voting Member and shall have been a Voting Member for at least sixty (60) days prior to his or her election.

Section 4.3 The Board of Directors shall be elected by the Fellowship and shall consist of not fewer than four (4) nor more than seven (7) members, including the Treasurer and the Secretary. The Chair and Vice Chair shall be elected by the Voting Members of the Fellowship. These officers may serve two (2) full consecutive terms as described in Section 4.5.

Section 4.4 The offices of the Secretary and Treasurer shall be voted upon by the Fellowship each year at the Annual Meeting. These officers may serve four (4) consecutive terms but must remain off the Board for a period of at least one (1) year before again being eligible for re-election for an additional term.

Section 4.5 Directors at large shall hold office for staggered terms of two (2) years, with half of them being up for election each year. An at-large member of the Board of Directors may serve two (2) full consecutive terms but must remain off the Board for a period of at least one (1) year before again being eligible for re-election for an additional term or terms. A partial term shall not be counted as one (1) of the two (2) consecutive terms.

Section 4.6 No member of the Board of Directors shall receive remuneration for any service he/she may render by serving on the Board.

Section 4.7 Any elected member of the Board of Directors may be removed from office by a two-thirds (2/3) majority of the Voting Members present at a Fellowship meeting. Should any member of the Board of Directors miss three (3) consecutive meetings of the Board, he/she may be removed by resolution of the Board. In the event of death, resignation, or removal of a member of the Board of Directors, including the Secretary or Treasurer, his/her successor shall be elected by a majority of the remaining members of the Board and appointed by them to serve for the unexpired term of his/her predecessor.

## ARTICLE V

### POWERS AND DUTIES OF THE BOARD

#### Section 5.1 Powers and Duties of all members of the Board of Directors

- A. To provide leadership in fulfilling the purposes of the Fellowship.
- B. To call meetings of the Fellowship in person or electronically and to conduct business on an emergency basis as necessary.
- C. To establish committees as needed.
- D. To cause to be prepared and presented at each April Semi-Annual Meeting of the Fellowship or at a Special Meeting called for the purpose, a definitive operating budget for the coming fiscal year for approval by the Voting Members.
- E. By resolution, to authorize unbudgeted expenditures up to \$2,000, and to readjust budgetary line items as necessary to release the required funds.
- F. To take charge of and be informed regarding Fellowship funds and real and personal property.
- G. To secure and maintain insurance as necessary.
- H. To secure such fidelity bonds as necessary.

#### Section 5.2 Powers and Duties of the Officers

- A. The **Chair** shall call and preside at all meetings of the Board and the Fellowship; shall see that orders and resolutions of the Board and Fellowship are carried out; shall sign all leases, mortgages, deeds, and other written instruments and shall co-sign all checks, drafts and promissory notes in amounts in excess of \$1,000; shall serve as ex-officio member of all committees except the Nominating and Audit.
- B. The **Vice-Chair** shall act in the place and stead of the Board Chair in the event of the latter's absence or inability to act; shall serve a Chair of the Fellowship Council; and shall exercise such other duties as may be required by the Board.
- C. The **Secretary** shall record the votes and keep and post the minutes of all meetings of the Board and of the Fellowship; shall serve notice of meetings of the Board and of the Fellowship; shall have a current list of eligible Voting Members of the Fellowship; shall be responsible for assuring that only valid ballots are cast at any meeting of the Fellowship; and shall perform such other duties as may be required by the Board.
- D. The **Treasurer** or designee shall receive, deposit, and disburse all monies of the Fellowship pursuant to the approved operating budget or resolution of the Board; shall be responsible for the corporate financial records; shall maintain records of giving by Fellowship members and friends; shall prepare monthly statements of actual income and expenditures for the Board, and an annual statement of same for the Fellowship; and shall perform such other duties

incidental to the office of treasurer or as may be designated by the Board Chair. The Board may authorize officers or employees, in addition to the Treasurer, to sign checks for routine expenditures

## **ARTICLE VI**

### **MEETINGS OF THE FELLOWSHIP**

Section 6.1 An Annual Meeting of the Fellowship shall be held in November as designated by the Board. At the November Meeting, business shall include the election of members of the Board of Directors and elected Committee Members. A Semi-Annual Meeting shall be held in April as designated by the Board. Business shall include approval of an operating budget for the coming fiscal year. The business to be transacted shall be set forth in the notices of the meetings.

Section 6.2 Special Meetings of the Fellowship may be called by the Board or may be called by written request of not less than twenty-five (25) percent of the Voting Members of the Fellowship. The business to be transacted shall be set forth in the notice of the meeting.

Section 6.3 The Secretary shall by electronic or other means cause to be mailed a notice of meeting and agenda to every Voting Member of the Fellowship at the last known address recorded with the Secretary, no less than fourteen (14) days before the day of the meeting except as set forth in Article X of these bylaws.

Section 6.4 A quorum at any Meeting of the Fellowship shall be at least twenty-five (25) percent of the Voting Members of the Fellowship.

Section 6.5 Each Voting Member shall be entitled to one (1) vote. Written proxy votes shall be accepted. A secret ballot on any issue may be called for by any Voting Member, in which case the ballot shall be written.

Section 6.6 Any Voting Member may propose a resolution to be on the agenda as referenced in Sec. 6.3 of either an Annual Meeting or a Special Meeting if the resolution is accompanied by a petition containing the signatures of at least ten (10) percent of the membership. Each petition shall represent only one (1) subject to be put to membership vote.

Section 6.7 Robert's Rules of Order, Revised shall be the procedural authority for all meetings except that a second shall not be required for a motion to be considered by the members of the Board of Directors at their meetings.

## **ARTICLE VII**

### **COMMITTEES**

Section 7.1 A Nominating Committee of three (3) members shall be elected by the Fellowship to serve terms of one (1) year. They shall be Voting Members who shall have been Voting Members for at least sixty (60) days prior to their election. The Nominating Committee shall prepare a slate of nominees for election to the Board of Directors, the Nominating Committee, and the Audit Committee for submission to the Fellowship Secretary at least thirty (30) days prior to the ~~succeeding~~ November Annual Meeting.

Section 7.2 An Audit Committee of two (2) members shall be elected by the Fellowship to serve terms of one (1) year. They shall be Voting Members who shall have been Voting Members for at least sixty (60) days prior to their election. The Audit Committee shall conduct reviews of the Fellowship's financial records and shall submit its annual report of the audit to the Fellowship Treasurer within thirty (30) days prior to the November Annual Meeting.

Section 7.3 There may be other committees, either standing or ad hoc, as the Board may decide are necessary to conduct the activities of the Fellowship. Each Committee Chair shall be approved by the Board and ~~their~~ committee members shall be appointed by each Committee Chair so designated.

Section 7.4 There shall be a Fellowship Council composed of the Chair from each of the standing Committees established by the Board. The Fellowship Council shall act as budget advisor and coordinator of programs and activities, shall serve in an advisory capacity to the Board when requested by the Board, and may request action by the Board. The Fellowship Council shall meet as necessary. The Vice-Chair of the Board shall chair meetings of the Fellowship Council and report on its activities to the Board. A majority of Fellowship Committee Chairs shall constitute a quorum at meetings of the Fellowship Council.

## **ARTICLE VIII**

### **PERSONNEL**

Section 8.1 The Board of Directors shall be responsible for determining that paid staff is necessary, the hours of work required, the specific nature of the work required, qualifications, the rate of pay to be offered, and other matters related to hiring.

Section 8.2 The Board or its designee will conduct an open search for the employee and perform other tasks necessary to hire him or her.

Section 8.3 The Board or its designee shall conduct periodic evaluations of the employee(s) and make recommendations that may include but are not limited to revising job descriptions, training, adjustments of relationship between staff and Board, pay increases, hours and working conditions.

Section 8.4 Upon good cause the Board will approve of suspending or terminating all salaried or regularly compensated personnel.

## **ARTICLE IX**

### **FISCAL YEAR**

The fiscal year of the Fellowship shall end May 31 of each year.

## **ARTICLE X**

### **AMENDMENTS TO BYLAWS**

Members of the Board of Directors, or Voting Members of the Fellowship by petition containing the signatures of at least 10% of the membership, shall have the power to propose changes and amendments to these Bylaws at any annual, semi-annual, or special meeting, providing that notice in writing has been made to the voting Members of the Fellowship at least thirty (30) days in advance of the meeting. Such proposals must be approved by the majority vote of the Voting Members.

## **ARTICLE XI**

### **DISSOLUTION OF THE FELLOWSHIP**

Dissolution of the Fellowship shall occur only after the Fellowship ceases to function, and upon a vote of two-thirds of the remaining membership. At that time, all real estate owned by the Fellowship shall be sold. Proceeds from the sale, along with all assets remaining in Fellowship financial accounts shall be used to pay any remaining debts. The remainder shall be distributed exclusively within the greater Grant County, New Mexico area in keeping with the religious purposes of the Unitarian Universalist Association and in adherence to Section 501 (c) of the United States Internal Revenue Code, and any amendments or supplements.

APPROVED THIS \_\_\_\_\_ DAY OF \_\_\_\_\_ , 2012.

BY: \_\_\_\_\_ (Chair)

BY: \_\_\_\_\_ (Secretary)